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CHFP041

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Please complete
legibly, preferably
in black type or
bold block
lettering

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

**A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.**

395

002929 / 10

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

9

04588795

Name of company

* TLLC BRIDGECO3 LIMITED

Date of creation of the charge

19 December 2003

Description of the instrument (if any) creating or evidencing the charge (note 2)

Standard Security

Amount secured by the mortgage or charge

See Paper Apart 1

Names and addresses of the mortgagees or persons entitled to the charge

The Royal Bank of Scotland PLC, Corporate Banking Office, Loans
Administration, 5-10 Great Tower Street, London

Postcode EC3P 8EL

Presentor's name, address and
reference (if any):

Sample Fraser WS
80 George Street
Edinburgh EH2 3BU
ED447 -

For official use
Mortgage section

Post room



A19
COMPANIES HOUSE

0186
24/12/03

Time critical reference

Short particulars of all the property mortgaged or charged

The tenant's interest under the Lease between Silverfern (St Mary's) Limited and Forte (UK) Limited dated 26th and 29th April 1999 and recorded in the Division of the General Register of Sasines for the County of Midlothian and registered in the Books of Council and Session on 5th May 1999 of the Travelodge, 33 St Mary's Street, Edinburgh.

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Please complete legibly, preferably in black type or bold block lettering

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

n/a

Signed

Sample from WS

Date

23/12/03

On behalf of [company] [mortgagee/chargee]*

*Delete as appropriate

Notes.

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ.

Paper Apart 1

All money or liabilities due, owing or incurred to any Secured Party by the Company or by any other Obligor under the Senior Finance Documents, the Mezzanine Finance Documents, the Junior Finance Documents and the Junior Bridge Finance Documents at present or in the future in any manner, whether actual or contingent, whether incurred solely or jointly with any other person and whether as principal, guarantor or surety together with all interest accruing thereon and including all liabilities in connection with any notes, bills or other instruments accepted by any Secured Party for or at the request of an Obligor and all losses incurred by any Secured Party in connection therewith except for any money or liability which if it were so included would cause the infringement of section 151 of the Companies Act 1985.

Definitions

"Junior Bridge Finance Documents" means the Junior Bridge Finance Documents as defined in the Junior Bridge Loan Agreement;

"Junior Bridge Finance Parties" means the Junior Bridge Finance Parties as defined in the Junior Bridge Loan Agreement;

"Junior Bridge Loan Agreement" means a junior bridge loan agreement dated 18 December 2002 (as amended and restated from time to time) among TLLC Holdings² Limited as the Parent, TLLC Holdings³ Limited as the Borrower, TLLC Holdings² Limited and others as the Original Guarantors, The Royal Bank of Scotland PLC as the Mandated Lead Junior Bridge Arranger, the Junior Bridge Underwriter, the Junior Bridge Lender, Junior Bridge Facility Agent, Junior Bridge Paying Agent and the Security Agent;

"Junior Credit Agreement" means a junior loan agreement dated 18 December 2002 (as amended and restated from time to time) among TLLC Holdings² Limited as the Parent, TLLC Holdings³ Limited as the Borrower, TLLC Holdings² Limited and others as the Original Guarantors, The Royal Bank of Scotland PLC as the Mandated Lead Junior Arranger, CIBC World Markets PLC as the Joint Lead Junior Arranger, The Royal Bank of Scotland PLC and CIBC World Markets PLC as Junior Lenders, The Royal Bank of Scotland PLC and CIBC World Markets PLC as the Junior Underwriters, The Royal Bank of Scotland PLC as the Junior Facility Agent and the Junior Paying Agent and The Royal Bank of Scotland PLC as the Security Agent;

"Junior Finance Documents" means the Junior Finance Documents as defined in the Junior Credit Agreement;

"Junior Finance Parties" means the Junior Finance Parties as defined in the Junior Credit Agreement;

"Mezzanine Finance Documents" means the Mezzanine Finance Documents as defined in the Mezzanine Loan Agreement;

"Mezzanine Finance Parties" means the Mezzanine Finance Parties as defined in the Mezzanine Loan Agreement;

"Mezzanine Loan Agreement" means a mezzanine loan agreement dated 18 December 2002 (as amended and restated from time to time) among TLLC Holdings² Limited as the Parent, TLLC Holdings⁴ Limited as the Borrower, TLLC Holdings² Limited and others as the Original Guarantors, RBS Mezzanine Limited as the Mandated Lead Mezzanine Arranger, CIBC World Markets PLC as the Joint Lead Mezzanine Arranger, The Royal Bank of Scotland PLC and CIBC World Markets PLC as Mezzanine Lenders, RBS Mezzanine Limited and CIBC World Markets PLC as the Mezzanine Underwriters, CIBC World Markets PLC as the Mezzanine Facility Agent and the Mezzanine Paying Agent and The Royal Bank of Scotland PLC as the Security Agent;

"Obligors" means the Obligors as defined in the Senior Credit Agreement, the Mezzanine Loan Agreement, the Junior Credit Agreement and the Junior Bridge Loan Agreement;

"Secured Parties" means the Senior Finance Parties, the Mezzanine Finance Parties, the Junior Finance Parties and the Junior Bridge Finance Parties;

"Senior Credit Agreement" means a senior credit agreement dated 18 December 2002 (as amended and restated from time to time) among TLLC Holdings² Limited as the Parent, TLLC Holdings⁴ Limited as the Original Borrower, TLLC Holdings² Limited and others as the Original Guarantors, The Royal Bank of Scotland PLC as the Mandated Lead Arranger, CIBC World Markets PLC as the Joint Lead Arranger, The Royal Bank of Scotland PLC and CIBC World Markets PLC as Lenders, The Royal Bank of Scotland PLC and CIBC World Markets PLC as the Underwriters and The Royal Bank of Scotland PLC as the Facility Agent and Security Agent;

"Senior Finance Documents" means the Senior Finance Documents as defined in the Senior Credit Agreement;

"Senior Finance Parties" means the Senior Finance Parties as defined in the Senior Credit Agreement.

Sample from U3



COMPANIES FORM No. 398

**Certificate of registration in
Scotland or Northern Ireland
of a charge comprising property
situate there**

398

Pursuant to section 398(4) of the Companies Act 1985

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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04588795

Name of company

* TLLC BRIDGECO3 LIMITED

I, Angus Duncan MacRae, Solicitor

of 80 George Street, Edinburgh, EH2 3BU

† give date and
parties to charge

certify that the charge† being a Standard Security by TLLC Bridgeco3 Limited in
favour of The Royal Bank of Scotland PLC dated 9 December 2003

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 19 December 2003
in [Scotland] ~~[Northern Ireland]~~†

Signed

Date 23/12/03

Presenter's name, address and
reference (if any):

Semple Fraser WS
80 George Street
Edinburgh
EH2 3BU
ED447 -

ADM/DWL/1011/52

For official use

Mortgage section

Post room

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 04588795

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 19 DECEMBER 2003 AND DATED THE 9th DECEMBER 2003 AND CREATED BY TLLC BRIDGEC03 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY OR FROM ANY OTHER OBLIGOR TO ANY SECURED PARTY UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th DECEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31st DECEMBER 2003.

Math P



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES